



August 30, 2022

To,  
The Manager- Listing Department,  
National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> Floor, Plot No. C/1,  
G Block, Bandra Kurla Complex,  
Bandra (E), Mumbai- 400051

**Stock Symbol: SVLL**

**Sub: Intimation and notice of 16<sup>th</sup> Annual General Meeting and Book Closure of Register of Member and Share Transfer Books and cut-off date for e-voting.**

Dear Sir/Ma'am,

Pursuant to Regulation 30(2) read with Schedule III Part A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that 16<sup>th</sup> Annual General Meeting (AGM) of the Company is scheduled to be held on Monday, September 26<sup>th</sup>, 2022 at 04.00 P.M. at Hotel Hyatt situated at Magneto the Mall, Jivan Vihar, Labhandi, N.H.-6, G.E. Road, Raipur-492001, Chhattisgarh.

Pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements), 2015, the Register of Member and Share Transfer Books of the Company will remain closed from September 20<sup>th</sup>, 2022 to September 26<sup>th</sup>, 2022 (both days inclusive) for taking record of the Members of the Company for the purpose of Annual General Meeting.

Symbol	Type of Security	Book Closure (Both Days Inclusive)		Record Date	Purpose
		From	To		
SVLL	Equity	20.09.2022	26.09.2022	-	16 <sup>th</sup> Annual General Meeting to be held on September 26 <sup>th</sup> , 2022

Further, the Company has fixed Monday, 19<sup>th</sup> September 2022 as the 'Cut-Off date' to ascertain the eligibility of members to vote by remote e-Voting

In compliance with the Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of 16<sup>th</sup> Annual General Meeting of the members of the Company scheduled to be held on September 26<sup>th</sup>, 2022 at 04:00 p.m.

The said Notice is also uploaded on the Company's website at [www.shreevasulogistics.com](http://www.shreevasulogistics.com)

Regd. Office :

Logistics Park Opp. Jaika Automobiles, Ring Road No. 1, Raipura, Raipur 492013 (C.G.)

Phone : 0771-6614804, Fax : 0771-6614848, Email : [happy?help@logisticpark.biz](mailto:happy?help@logisticpark.biz)

**CIN : L51109CT2007PLC020232**



# SHREE VASU LOGISTICS LTD.



Kindly inform to all the concerned and take the same on your record and display the same on the website of the Stock Exchange.

Yours Faithfully

For, Shree Vasu Logistics Limited

  
Surabhi Deshmukh  
Company Secretary & Compliance Officer



Encl: Notice of 16<sup>th</sup> AGM

Regd. Office :

Logistics Park Opp. Jaika Automobiles, Ring Road No. 1, Raipura, Raipur 492013 (C.G.)

Phone : 0771-6614804, Fax : 0771-6614848, Email : [happy2help@logisticpark.biz](mailto:happy2help@logisticpark.biz)

**CIN : L51109CT2007PLC020232**



# SHREE VASU LOGISTICS LIMITED



## NOTICE

NOTICE IS HEREBY GIVEN THAT THE 16<sup>th</sup> ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF SHREE VASU LOGISTICS LIMITED (THE COMPANY) WILL BE HELD ON MONDAY, SEPTEMBER 26<sup>th</sup>, 2022 AT 04:00 P.M. AT HOTEL HYATT, MAGNETO THE MALL, JIVAN VIHAR, LABHANDI, N.H.-6, G.E. ROAD, RAIPUR-492001, C.G., TO TRANSACT THE FOLLOWING BUSINESSES:

### ORDINARY BUSINESSES:

1. **TO ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31<sup>st</sup>, 2022**

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31<sup>st</sup>, 2022 and the reports of the Board of Directors and the Auditors thereon and in this regard, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

**"RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31<sup>st</sup>, 2022 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. **APPOINTMENT OF MR. SHREE BHUSHAN GARG (DIN: 01349775), AS A DIRECTOR, LIABLE TO RETIRE BY ROTATION**

To appoint a Director in place of Mr. Shree Bhushan Garg (DIN: 01349775), Whole-Time Director, who retires by rotation and being eligible, offers himself for re-appointment and in this regard, to consider and if thought fit, pass the following resolution as an **ORDINARY RESOLUTION**:

**"RESOLVED THAT** Mr. Shree Bhushan Garg (DIN: 01349775), Whole-Time Director, who retires by rotation in terms of Section 152 of the Companies Act, 2013 and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, whose office shall be liable to retire by rotation."

### SPECIAL BUSINESSES:

3. **TO APPROVE RE-APPOINTMENT OF MR. SHREE BHUSHAN GARG AS WHOLE-TIME DIRECTOR OF THE COMPANY**

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

**"RESOLVED THAT** pursuant to Sections 196, 197 and 203 and other applicable provisions of the Companies Act, 2013 ("the Act"), read with Schedule V to the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any amendments or modifications thereof and provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, approval of the members of the Company be and is hereby accorded for re-appointment of Mr. Shree Bhushan Garg (DIN: 01349775) (who has attained the age of 75 Years) as a Whole-time Director for another term of 5 years commencing from 1<sup>st</sup> October, 2022 on a monthly remuneration of Rs. 3,00,000 (Rupees Three Lakhs only) and on such terms and conditions as recommended by Nomination and



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Remuneration Committee ("Committee") and approved by the Board in their meetings held on August 29<sup>th</sup>, 2022, respectively, and set out in the explanatory statement annexed hereto with authority to the Board to vary the terms and conditions of the said appointment from time to time within the scope of the Companies Act, 2013, or any amendments thereof and as may be agreed between the Board and Mr. Shree Bhushan Garg."

**"RESOLVED FURTHER THAT** where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to Mr. Shree Bhushan Garg, Whole Time Director by way of salary, perquisites and allowances shall not exceed the maximum remuneration payable in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 with liberty to the Board / Committee to decide the breakup of the remuneration from time to time in consultation with the Whole Time Director."

**"RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to alter, vary and modify any of the terms and conditions of the said re-appointment / remuneration including salary, allowances and perquisites in accordance with and subject to the limits prescribed in Section 196, 197 and/or Schedule V of the Companies Act, 2013 or any amendment or any statutory modifications or re-enactment thereof, subject to approvals, if any as may be required and as may be agreed between the Board of Directors and Mr. Shree Bhushan Garg."

**"RESOLVED FURTHER THAT** Mr. Shree Bhushan Garg, Whole Time Director be entrusted with such powers and perform such duties as may from time to time be delegated / entrusted to him subject to the supervision and control of the Board."

**"RESOLVED FURTHER THAT** any of the directors of the Company be and is hereby authorised to file necessary forms with the Registrar of Companies and to do all such acts, things and deeds as may be considered necessary to give effect to the above resolution."

4. **TO INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT AMENDMENT TO MEMORANDUM OF ASSOCIATION OF THE COMPANY**

To consider, and, if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

**"RESOLVED THAT** pursuant to provisions of Sections 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 ("the Act") as amended, read with the rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the provisions of Memorandum and Articles of Association of the Company, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, and pursuant to the consent of the Board vide resolution passed at the Board Meeting held on August 29<sup>th</sup>, 2022, the consent of the members of the company be and is hereby accorded to increase the Authorized Share Capital



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of the Company from existing Rs. 9,00,00,000/- (Rupees Nine Crores only) divided into 90,00,000 (Ninety Lakhs) Equity Shares of face value Rs. 10/- each to Rs. 15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,50,00,000 (One Crore Fifty Lakhs only) Equity Shares of face value Rs. 10/- each by increasing of 60,00,000 (Sixty Lakhs only) Equity Shares of face value Rs. 10/- each ranking pari-passu in all respect with the existing Equity Shares of the Company."

**"RESOLVED FURTHER THAT** the Memorandum of Association of the Company be altered in the following manner i.e. existing Clause V of the Memorandum of Association be substituted and shall be read as following Clause:

**V. The Authorized Share Capital of the Company is Rs. 15, 00, 00,000/- (Rupees Fifteen Crores Only) divided into 1, 50, 00,000 (One Crore Fifty Lakhs) Equity Shares of face value Rs. 10/- each."**

**"RESOLVED FURTHER THAT** any Directors of the Company be and are hereby authorized to sign such forms/returns and various documents as may be required to execute and submit to the Concerned Registrar of Companies (ROC) or such other authorities and to do all such acts, deeds and things which may be necessary to give effect to the above said resolution."

## **5. ISSUANCE OF FULLY PAID UP BONUS EQUITY SHARES**

To consider, and, if thought fit, to pass, with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("the ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and Reserve Bank of India (RBI) from time to time, the provisions of Article 165 of the Articles of Associations of the Company and pursuant to the recommendation of the Board of Directors of the Company and subject to such approvals as may be required in this regard, approval of the members of the Company be and is hereby accorded for capitalization of a sum of Rs 3,82,20,000 (Rupees Three Crores Eighty Two Lakhs Twenty Thousand Only) out of 'Reserves and Surplus' built out of Securities Premium, for the purpose of issue of not exceeding 38,22,000 (Thirty Eight Lakhs Twenty Two Thousand) Bonus Equity Shares of Face Value of Rs. 10/- (Rupees Ten only) each, credited as fully paid up Equity Shares to eligible Members of the Company in the proportion of 1 (One only) new fully paid up Equity Share of Face Value of Rs. 10/- (Rupees Ten only) each for every 2 (Two only) existing fully paid-up Equity Share of Face Value of Rs. 10/- (Rupees Ten only) each held by the Members of the Company, whose names appear in the Register of Members on a 'Record Date' to be determined by the Board for this purpose and that the Bonus Equity Shares so issued and allotted shall, for all purposes, as an increase of the nominal amount of the Equity Capital of the Company held by each such member/person and not as income or distribution in lieu of dividend."



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**“RESOLVED FURTHER THAT** no letter of allotment shall be issued to the allottees of the bonus equity shares and as all the shares are held in dematerialized form, the bonus shares shall be credited to the respective beneficiary accounts of the members with their respective depository participants.”

**“RESOLVED FURTHER THAT** the Bonus Equity Shares so allotted shall rank pari passu in all respects with the fully Paid-up Equity Shares of the Company as existing on the Record Date.”

**“RESOLVED FURTHER THAT** the Bonus Equity Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.”

**“RESOLVED FURTHER THAT** the Bonus Equity Shares shall be issued in the Demat mode to the allottees holding shares in the Demat mode on the Record Date, in terms of applicable regulations, rules, guidelines and Circulars as may be issued from time to time in this regard.”

**“RESOLVED FURTHER THAT** the issue and allotment of the Bonus Equity Shares to Non-Resident Members, Foreign Institutional Investors (FIIs) and other Foreign Investors, shall be subject to the applicable regulations under the Foreign Exchange Management Act, 1999 or Reserve Bank of India or approval of any other appropriate regulatory / statutory authorities, as may be necessary.”

**“RESOLVED FURTHER THAT** in case of fractional shares, if any, arising out of the issue and allotment of the bonus equity shares, the Board be and is hereby authorized to make suitable arrangements to deal with such fractions for the benefit of the eligible Members.”

**“RESOLVED FURTHER THAT** any Directors of the Company or Company Secretary be and are hereby severally authorized to take necessary steps for listing of such Bonus Equity Shares on the Stock Exchanges where the securities of the Company are presently listed as per the provisions of the Listing Regulations and other applicable regulations, rules and guidelines.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any Directors of the Company or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper, expedient or desirable and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and to delegate all or any of such powers to the Committee(s), and its decision shall be final and binding.”

**6. TO APPROVE THE EMPLOYEE STOCK OPTION SCHEME I.E. SVLL-ESOP 2022**

To consider and, if thought fit, to pass the following resolution as **SPECIAL RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Section 62 and other applicable provisions of the Companies Act, 2013 (“the Act”), read with the Companies (Share Capital and Debentures) Rules, 2014 (“the Rules”) made thereunder (including any amendment, modification, variation or re-enactment thereof), the Memorandum and Articles of



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Association of the Company and subject to such other rules, regulations and guidelines as may be applicable from time to time and subject to the approval(s), consent(s), permission(s) and / or sanction(s) as may be required from appropriate regulatory authorities / institutions or bodies and subject to such terms and conditions as may be prescribed / imposed by such authorities while granting such approvals, consents, permissions and sanctions, and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include the Nomination & Remuneration Committee or any other Committee of the Company constituted / to be constituted by the Board to exercise its powers including the powers conferred by this resolution), consent of the shareholders of the Company be and is hereby accorded to create, issue, offer and allot 5,00,000 equity shares of Rs.10 each of the Company, fully paid (or such adjusted numbers for any bonus, stock splits or consolidation or other re-organization of the capital structure of the Company as may be applicable including but not limited to by way of any corporate action, from time to time), to the present and future permanent employees of the Company (in the manner as may be permissible under the relevant provisions of the Companies Act, 2013 and rules made thereunder) (hereinafter referred to as "Eligible Employees" in this Notice), under the Shree Vasu Logistics Limited i.e. **SVLL-ESOP 2022** in terms of this resolution and on such terms and conditions as may be decided by the Board, in its sole and absolute discretion."

**"RESOLVED FURTHER THAT** the Nomination and Remuneration Committee be designated as the Compensation Committee in accordance with Regulation 5(1) and Regulation 5(2) of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations 2021 for the purposes of administration of **SVLL-ESOP 2022**."

**"RESOLVED FURTHER THAT** subject to the terms stated herein, the equity shares allotted pursuant to this resolution shall rank pari passu inter se with the then existing equity shares of the Company, in all respects."

**"RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are issued by the Company on the recommendation of the Board to the employee stock option grantees for the purpose of making a fair and reasonable adjustment to the employee stock options granted earlier, the ceiling in terms specified above shall be deemed to be increased to the extent of such additional equity shares issued."

**"RESOLVED FURTHER THAT** in case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares to be issued and allotted and the price of acquisition payable by the employee stock option grantees under the **SVLL-ESOP 2022** shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 10/- per equity share bears to their revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the employees who have been granted Stock Options under the **SVLL-ESOP 2022**."

**"RESOLVED FURTHER THAT** without prejudice to the generality of the above but subject to the terms mentioned in the explanatory statement to this resolution, which are hereby approved by the Members, the Board be and is hereby authorized to make modifications, changes, variations, alterations or revisions in the terms and conditions of **SVLL-ESOP 2022**,



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from time to time, as it may in its sole and absolute discretion decide, subject to the conformity of the Companies Act, 2013 and rules thereunder."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to settle all questions, difficulties or doubts that may arise in relation to the formulation and implementation of **SVLL-ESOP 2022** and to the shares (including to amend or modify any of the terms thereof) issued herein without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution and further to execute all such deeds documents and to give such direction and /or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of SVLL-ESOP 2022 and to take all such steps and do all acts as may be incidental and ancillary thereto."

**"RESOLVED FURTHER THAT** the Board shall take necessary steps for listing of the Equity Shares allotted under the **SVLL-ESOP 2022** on the Stock Exchanges, where the Shares of the Company are listed in accordance with the provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations 2021, the SEBI LODR Regulations and other applicable laws and regulations."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any powers conferred herein to Compensation/ Nomination and Remuneration Committee or such other Committees, with power to sub-delegate to any Officers or Company Secretary of the Company to update, maintain and preserve 'The Register of Employee Stock Options' in the prescribed format pursuant to Section 62(1)(b) of the Companies Act, 2013 and rule 12(10) of The Companies (Share Capital and Debentures) Rules, 2014" and to do all such acts, deeds, matters and things including appointment of various intermediaries, Merchant Bankers, Advisors, Consultants, or Representatives, being incidental to the effective implementation and administration of SVLL-ESOP 2022 and also to execute such documents, writings and make application to the appropriate authorities, Parties and Institution for their approvals etc., as may be necessary in this regard."

**By order of the Board of Directors**

**Date: August 29<sup>th</sup>, 2022**  
**Place: Raipur**

**SD/-**  
**Surabhi Deshmukh**  
**Company Secretary & Compliance Officer**



## **IMPORTANT NOTES:**

### **(1) EXPLANATORY STATEMENT:**

The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 3 to 6 of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ("AGM") are also annexed. Also, additional information as per sub-para (B) of Section II of Part II of Schedule V of the Companies Act, 2013 is annexed.

### **(2) PROXY:**

**A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXY (IES) TO ATTEND AND VOTE ON HIS/HER BEHALF AND SUCH PROXY (IES) NEED NOT BE MEMBER(S) OF THE COMPANY.**

A Proxy Form, in prescribed format (Form No. MGT-11) is being sent herewith, with instructions for filling, signing and submitting the same. The instrument of Proxy, in order to be effective, must be deposited with the Company at its registered office not less than forty-eight (48) hours before the commencement time of the 16<sup>th</sup> Annual General Meeting ("the Meeting") of the Company. The Proxy Form, if not complete in all respects, will be considered invalid.

A person can act as a Proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A Member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as a Proxy and such person shall not act as a Proxy for any other Member.

If proxy form is signed by authorized representative of body corporate or attorney, certified copy of board resolution / power of attorney / other authority must be attached with the proxy form.

### **(3) ATTENDANCE SLIP:**

Members / proxies /authorized representatives should bring their Attendance Slip attached herewith duly filled and signed in accordance with Specimen Signatures registered with the company/ Registrar and Share Transfer Agent to attend the meeting. Members who hold shares in dematerialized form are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.

### **(4) AUTHORISED REPRESENTATIVE:**

Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified true copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.

### **(5) REGISTRAR AND SHARE TRANSFER AGENT:**

The Company's Registrar and Share Transfer Agent for its share registry work (Physical & Dematerialized) is Bigshare Services Private Limited.



**(6) REGISTRATION OF TRANSFERS:**

SEBI has mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities. Also, on June 8, 2018, SEBI vide its Notification No. SEBI/LAD-NRO/GN/2018/24 had amended the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and mandated transfer of shares in dematerialized form alone. SEBI w.e.f. April 01, 2019 mandated securities of a listed company can be transferred in dematerialized form only.

**(7) CLOSURE OF BOOKS:**

Register of Members and the Share Transfer Books of the Company will remain closed from 20<sup>th</sup> September, 2022 to 26<sup>th</sup>, September, 2022 (both days inclusive).

**(8) NRI SHAREHOLDER:**

The non-resident Indian shareholders are requested to inform the company immediately about:

1. The change in the residential status on return to India for Permanent settlement.
2. The particulars of NRO bank account in India if not furnished earlier.

**(9) NOMINATION:**

Pursuant to Section 72 of the Companies Act, 2013, member(s) of the Company may nominate a person in whom the shares held by him/them shall vest in the event of his/their unfortunate death. The nomination form may be filed with the respective Depository Participant.

**(10) UPDATION OF MEMBERS' DETAILS:**

The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat account. Members holding shares in physical form can submit their PAN details to the Company or the RTA.

**(11) DISPATCH OF NOTICE AND ANNUAL REPORT:**

In compliance with the General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021 and 2/2022 dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021 and May 5, 2022 respectively issued by the Ministry of Corporate Affairs ("MCA Circulars") and SEBI Circular dated May 12, 2020 and January 15, 2021 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website [www.shreevasulogistics.com](http://www.shreevasulogistics.com). For receiving all communication (including Annual Report) from the Company electronically, members who have not registered /updated their email address with the Company are requested to register/ update their email addresses with the relevant Depository Participant/ RTA. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during (11.00 a.m. to 6.00 p.m.) on all working days except Saturday up to and including the date of the Annual General Meeting of the Company.



Members may note that the Annual Report 2021-22 is available on the website of the Company at following link:

<https://www.shreevasulogistics.com/Reports-Results.aspx>

Notice of the Meeting along with Attendance Slip and Proxy Form are available on the website of the Company at following link:

<https://www.shreevasulogistics.com/Notices.aspx>

**(12) INTIMATION OF CHANGE IN THE DETAILS:**

Members holding shares in electronic form are requested to intimate immediately any change in their address or email id to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form, if any are requested to advise any change in their address or bank mandates immediately to the Company or contact our Registrar and Transfer Agent i.e. Big Share Services Private Limited (Mumbai).

**(13) REGISTERS:**

The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.

**(14) JOINT-HOLDER:**

In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

**(15) REMOTE E-VOTING:**

The Members may cast their votes using an electronic voting system from a place other than the venue of the Annual General Meeting ("remote e-voting"). The Resolutions passed by remote e-voting are deemed to have been passed as if they have been passed at the Annual General Meeting.

The facility for voting through ballot paper shall be made available at the Annual General Meeting and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Annual General Meeting.

The Members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the meeting but shall not be entitled to cast their vote again.

The instructions for voting electronically are annexed hereto as **Annexure III** for the reference of the members.

**(16) REQUEST TO MEMBERS:**

Members are requested to send their Queries on Financial Statements and proposals in this Notice, if any, may be sent to the Company at [cs@logisticpark.biz](mailto:cs@logisticpark.biz) at least seven (7) days in advance of the Meeting so as to enable the Board/ Management to respond suitably at the AGM.



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- (17) To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.

All the shareholders are requested to update their PAN with their Depository Participant (if shares are held in electronic form) and Company / Big share Services Private Limited (if shares are held in physical form) against all their folio holdings

(18) **ROUTE MAP TO REACH THE VENUE OF THE MEETING:**

As per the requirements of SS-2, a route map showing directions to reach the venue of the Meeting is given at the end of this Notice.

Prominent Landmark to reach the venue is Magneto the Mall, Labhandi, G.E. Road.



## **EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) AND 110 OF THE COMPANIES ACT, 2013**

**The following Explanatory Statement sets out all the material facts relating to the Special Businesses under Item No. 3 to 6 of the accompanying this Notice.**

### **ITEM NO. 3:**

The Company had appointed Mr. Shree Bhushan Garg as the Whole-time Director of the Company for a period of 5 years w.e.f. 1<sup>st</sup> October, 2017, in an Extra-ordinary General Meeting of the members of the Company. His current term of appointment as the Whole-time Director is expiring on 30<sup>th</sup> September, 2022. Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of business, the services of Mr. Shree Bhushan Garg should be available to the Company for a further period of 5 (five) years with effect from 1<sup>st</sup> October, 2022.

In terms of the provisions of the Act and the Articles of Association of the Company, the Board of Directors have, on the recommendation of Nomination and Remuneration Committee, at their meetings held on 29<sup>th</sup> August, 2022 respectively re-appointed him as Whole-time Director of the Company for a further period of 5 (Five) years with effect from 1<sup>st</sup> October, 2022.

Mr. Shree Bhushan Garg has attained the age of 75 Years and hence continuation of his employment as Whole-time Director requires the approval of members by way of a special resolution. Section 196(3) of the Companies Act, 2013, inter alia, provides that no company shall continue the employment of a person who has attained the age of 70 years, as Managing Director, Whole time director or Manager unless it is approved by the members by passing a special resolution. Keeping in view that Mr. Shree Bhushan Garg has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time; it would be in the interest of the Company to continue the employment of Mr. Shree Bhushan Garg as Whole-time Director

The main terms and conditions for the re-appointment of Mr. Shree Bhushan Garg as Whole-time Director (WTD), are as follows:

**I. Period:** 1<sup>st</sup> October, 2022 to 30<sup>th</sup> September, 2027

**II.**

**A. Remuneration**

**(a) Salary:**

Current Salary of Rs. 3,00,000/- per month as approved by members vide a Special Resolution dated 26<sup>th</sup> September, 2022 from 1<sup>st</sup> October, 2022 for a period of 3 years till 30<sup>th</sup> September, 2024. The annual increments shall be as decided by the Board as recommended by the Nomination and Remuneration Committee (hereinafter called the "NRC") and will be performance-based and take into account the Company's performance as well, within the said maximum amount.

**(b) Benefits, Perquisites & Allowances:**

1. Insurance: as per the rules of the Company



# SHREE VASU LOGISTICS LIMITED



2. Reimbursement of all the expenses (like travel fare, lodging, boarding, conveyance and other expenses) incurred for self and family during the leave travel holiday periods, whenever undertaken, whether in India or abroad as per Rules of the Company.
3. Leave travel concession: Return passage for self and family in accordance with the rules specified by the company where it is proposed that the leave be spent in home country

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Shree Bhushan Garg himself, Mr. Atul Garg and Ms. Preeti Garg being relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

The Details required under Regulations 36(3) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 enclosed as an Annexure to the notice.

The Board recommends the resolution set forth in Item No. 3 for the approval of the Members.

## **ITEM NO. 4:**

Presently, the Authorized Share Capital of the Company is Rs. 9,00,00,000/- (Rupees Nine Crores only) divided into 90,00,000 (Ninety Lakh) Equity Shares of face value Rs. 10/- each.

In order to facilitate the future requirements, if any, of the Company, it is proposed to increase the Authorized Share Capital to Rs. 15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,50,00,000 (One Crore Fifty Lakhs only) Equity Shares of face value Rs. 10/- each by addition of 60,00,000 (Sixty Lakhs only) Equity Shares of Face Value of Re. 10/- each. The increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company.

The increase in the Authorized Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require Members' approvals in terms of Sections 13, 61 and 64 of the Companies Act, 2013 and any other applicable statutory and regulatory requirements.

The set of Memorandum of Association is available for inspection at the Registered Office of the Company during business hours between 11.00 A.M. to 06.00 P.M. on all working days of the Company (Except Saturday, Sundays and Public holidays).

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of this Notice except to the extent of their shareholding in the Company.

The Board recommends the special resolution set forth in Item No. 4 for the approval of the Members.

## **ITEM NO. 5:**

In appreciation of continuing support from Shareholders of the Company, the Board of Directors at its meeting held on 29<sup>th</sup> August, 2022, subject to consent of the Members of the Company, approved and recommended issue of Bonus Equity Shares of Face Value of Re. 10/- each credited as fully paid-



# SHREE VASU LOGISTICS LIMITED



up to eligible Members of the Company in the proportion of 1 (One) new fully paid-up Equity Share of Face Value of Rs. 10/- (Rupee Ten only) each for every 2 (Two) existing fully paid up Equity Share of Face Value of Rs. 10/- (Rupee Ten only) each held by them, by capitalizing a sum of Rs. 3,82,20,000 (Rupees Three Crores Eighty Two Lakhs Twenty Thousand Only) out of 'Reserves and Surplus' built out of Securities Premium. Further, the provisions of Article 165 of the Articles of Association of the Company permit the said issuance of Bonus Equity Shares to the Members of the Company.

The Bonus Equity Shares, once allotted, shall rank pari-passu in all respects and carry the same rights as the existing Equity Shares and holders of the Bonus Equity Shares shall be entitled to participate in full in any dividend and other corporate action, recommended and declared after the new Equity Shares are allotted. The proposed Bonus shares are not in lieu of Dividend.

The record date for determining the eligibility of the shareholders to receive the said bonus shares will be fixed by the Board. The Board of directors recommend for approval of members for capitalization of reserves and issue of bonus shares as proposed.

Accordingly, approval of the Members of the Company is hereby sought by way of ordinary resolution as set out in Item No. 5 of this Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of this Notice except to the extent of their shareholding in the Company.

The Board recommends the special resolution set forth in Item No. 5 for the approval of the Members.

## **ITEM NO. 6:**

The objective of SVLL-ESOP 2022 is to reward the employees for their association and performance, to motivate them to contribute to the growth and profitability of the Company and to attract new talent. The Company views Employee Stock Options as an instrument that would enable the Employees to share the value he/she creates for the Company in the years to come.

With the above objective and based on the recommendation of the Nomination Remuneration and Compensation Committee of the Company and subject to approval of the Shareholders of the Company, the Board of Directors of the Company pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Share Capital and Debenture) Rules, 2014 and other applicable laws, at their meeting held on 29<sup>th</sup> August, 2022, approved the SVLL-ESOP 2022 scheme. The SVLL-ESOP 2022 has been formulated in accordance with the applicable laws.

The SVLL-ESOP 2022 Scheme will be implemented directly and administered by the Nomination Remuneration and Compensation ("NRC") Committee of the Company.

The salient features of SVLL-ESOP 2022 are set out as per SEBI Circular and are as under:

### **(a) Brief description of the scheme:**

The proposed Scheme seeks to reward eligible employees by way of granting options, which when exercisable results in equivalent equity shares of the Company, with a view to reward the employees



for their association and performance, to motivate them to contribute to the growth and profitability of the Company and to attract new talent.

The Company shall issue options to the eligible employees, which may be accepted by them within the grant period. Upon acceptance of the offer, the eligible employees shall be required to satisfy the vesting conditions specified in the SVLL-ESOP 2022 and make payment of the exercise price and applicable taxes within the exercise period. The Nomination and Remuneration Committee of the Board of Directors of the Company, as constituted or reconstituted, shall act as the Compensation Committee ("Committee") for the superintendence and undertaking the general administration of the Scheme. All questions of interpretation of the Scheme shall be determined by the Board and such determination shall be final and binding upon all persons having an interest in the Scheme.

**(b) Total number of employee stock options to be granted:**

A total of 5,00,000 (Five Lakhs) employee stock options would be available for being granted to eligible employees of the Company under SVLL-ESOP 2022 in one or more tranches, which in aggregate shall be exercisable into not more than Rs. 50,00,000 (Fifty Lakhs) equity shares of the Company. Each employee stock option when exercised would be converted into one equity share of the face value of Rs. 10/- each fully paid-up. Employee stock options lapsed or cancelled due to any reason including the reason of lapse of exercise period or due to resignation of the eligible employees or otherwise, would be available for being re-granted at a future date. The Board is authorized to re-grant such lapsed / cancelled options as per SVLL-ESOP 2022.

In case of any corporate action (s) including but not limited to rights issues, bonus issues, merger, de-merger, sale of division and others, a fair and reasonable adjustment will be made to the employee stock options granted, adjusting the number and price of the employee stock options such that the total value of the employee stock options in the hands of the employee stock option grantee remains the same after such corporate action, and allowing the vesting period and life of the employee stock options to be unaltered as far as possible to protect the rights of the employee who is granted such options.

**(c) Identification of classes of employees entitled to participate in the scheme:**

The following classes of employees are eligible to participate in SVLL-ESOP 2022 as per SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021:

- a. an employee as designated by the company, who is exclusively working in India or outside India; or
- b. director of the company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or
- c. an employee as defined in sub-clauses (i) or (ii), of a group company including subsidiary or associate company, in India or outside India, but does not include—
  - (i) an employee who is a promoter or a person belonging to the promoter group; or
  - (ii) director who, either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company.



**(d) Requirements of vesting and period of vesting:**

The vesting period of employee stock options granted shall be a maximum of five years and shall not be less than one year. The exact proportion in which and the exact period over which the employee stock options would vest would be determined by the Board, subject to the minimum vesting period of one year from the date of grant of employee stock options. The specific vesting schedule and vesting conditions subject to which vesting will take place will be outlined in the grant letter issued to each employee stock option grantee.

**(e) The maximum period within which the options shall be vested:**

The employee stock options granted shall vest not later than five years from the date of grant of such employee stock options.

**(f) Exercise price or pricing formula:**

The exercise price per employee stock option shall be such as may be determined by the Nomination and Remuneration Committee which shall not be lesser than the face value of an equity share of the Company and not more than the 'market price' (that is, latest available closing price on a recognized stock exchange, having highest trading volume, on which the equity shares of the Company are listed) of the equity shares at the time of grant.

The specific exercise price will be intimated to the employee stock option grantees in their respective grant letters.

**(g) Exercise period and the process of exercise:**

The vested options shall be exercisable by the employees by submitting an application to the Board/Committee expressing his/her desire to exercise such vested options in such manner and in such format as may be prescribed by the Committee. The employee can exercise stock options either in full or in tranches by making full payment of exercise price and applicable taxes (if any). The vested options shall lapse if not exercised within the specified exercise period.

Eligible Employees will be permitted to exercise vested options on and from the date of vesting of the options for an exercise period as may be determined by the Committee and set out in the Grant letter. However, in no event shall the Exercise Period exceed a period of 3 (Three) years from the Vesting Date.

**(h) Appraisal process for determining the eligibility of the employees for the scheme:**

The options shall be granted to the specific employees and their eligibility criteria would be decided by the Board at its own discretion, based on the criteria such as role/designation of the employee, date of joining of the Eligible Employee with the Company, performance evaluation, current compensation, future potential and/or such other criteria that may be determined by the board at its sole discretion.

**(i) Maximum number of options to be issued per employee and in aggregate:**

The maximum number of Options that may be granted to each Employee shall vary depending upon the designation and the appraisal/assessment process, and shall be decided by the Nomination and Remuneration Committee, however the maximum number of options that may



be granted shall not exceed 1% of the issued capital of the Company at the time of grant of options unless otherwise approved by the shareholders. The Nomination and Remuneration Committee reserves the right to decide the number of Options to be granted and the maximum number of options that can be granted to each employee within this ceiling.

**(j) Maximum quantum of benefits to be provided per employee under the scheme:**

The Scheme does not contemplate any benefit other than allowing eligible employee to receive equity Shares of the Company upon exercise of options. In this context, the maximum benefit shall be the maximum number of Shares that can be offered as stated above.

**(k) Whether the scheme is to be implemented and administered directly by the Company or through a Trust:**

SVLL-ESOP 2022 shall be implemented directly by the Company through the Nomination and Remuneration Committee of the Company as permissible under the SEBI Regulations.

**(l) Whether the scheme involves new issue of shares by the Company or secondary acquisition by the Trust or both:**

SVLL-ESOP 2022 involves new issue of the shares of the Company.

**(m) The amount of loan to be provided for implementation of the scheme by the Company to the Trust, its tenure, utilization, repayment terms, etc:**

Not Applicable as SVLL-ESOP 2022 involves new issue of the shares of the Company.

**(n) Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the scheme:**

Not applicable.

**(o) Accounting Policies and disclosures:**

As specified in Regulation 15 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations 2021, the Company shall conform with the requirements of the 'Guidance Note on Accounting for employee share-based Payments' and shall follow the requirements including the disclosure requirements of the Accounting Standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013.

**(p) Method of option valuation:**

The Company shall adopt fair value method for valuation of the employee stock options as prescribed under guidance note or under any relevant accounting standard notified by appropriate authorities from time to time.



**(q) Lock-in period:**

The Shares arising out of exercise of vested options may be subject to a lock-in period, which shall be determined by the Committee and set out in the Grant Letter.

**(r) Terms & conditions for buyback, if any, of specified securities:**

The Nomination & Remuneration Committee has the powers to specify the procedure and other terms and conditions for buy-back of Options granted, if to be undertaken at any time by the Company, in compliance with applicable laws.

**(s) The conditions under which option vested in employees may lapse:**

The vested options shall lapse in case of termination of employment due to the following: (i) convicted of an offence involving moral turpitude or that disentitles the eligible employee from being an employee in accordance with the Company's policies and/or applicable law; or (ii) commission of fraud, misappropriation or embezzlement by an employee; (iii) wilful dishonesty, gross misconduct; (iv) abandonment of employment by the employee; (v) termination of employment of the employee by the Company for reasons relating to performance of such employee; and/or (vi) any other action(s) that, in view of the Board is disruptive or detrimental to the functioning of the Company. Further, irrespective of employment status, in case vested options are not exercised within the prescribed exercise period, then such vested options shall lapse.

Events	Vested Options	Unvested Options
Termination of employment due to cause as specified above.	All the Vested Options at the time of such termination shall stand cancelled with effect from the date of such termination.	All Unvested Options on the date of termination shall stand cancelled with effect from the date of termination.
Resignation or/ termination (other than due to cause as specified above)	All Vested Options as on date of termination shall be exercisable by the Employee within the period of 15 days from his/her termination.  All Vested Options as on date of submission of resignation shall be exercisable by the Employee before his last working day with the Company, subject to the Employee signing a release letter issued by the Company (In a form acceptable to the Company).	All Unvested Options on the date of submission of resignation/ termination, shall stand cancelled with effect from the date of resignation/ termination.
Death	All Vested Options may be exercised by the Option Grantee's nominee or legal heirs within a period of three months from the date of death of the Employee.	All the Unvested Options as on the date of death shall immediately vest with the deceased employee's nominee or legal heirs, immediately on the date of death.  Such options can be exercised by the



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		Option Grantee's nominee or legal heirs within a period of three months from the date of death of employee.
Termination due to Permanent Disability	All Vested Options may be Exercised by the Option Grantee within a period of three months from the date of such disability.	All the Unvested Options as on the date of termination due to Permanent Disability of Option Grantee shall vest with the Option Grantee, immediately on the date of termination due to Permanent Disability.  Such options can be exercised by the Option Grantee within a period of three months from the date of termination due to permanent disability.

**(t) Listing:**

The shares allotted pursuant to the exercise of the stock options under SVLL-ESOP 2022, shall be listed on National Stock Exchange of India Limited.

Pursuant to Section 62 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 6 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations 2021, approval of the shareholders by way of special resolution is required for issue of employee stock options to the employees of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 06 of the Notice, except to the extent of their respective shareholding, if any in the Company or the equity shares that may be offered to them under SVLL-ESOP 2022.

A copy of the Scheme is available for inspection electronically during official hours on all working days till the conclusion of voting.

The Board recommends the special resolution set forth in Item No. 6 for the approval of the Members.

**By order of the Board of Directors**

**Date: August 29<sup>th</sup>, 2022**  
**Place: Raipur**

**SD/-**  
**Surabhi Deshmukh**  
**Company Secretary & Compliance Officer**



# SHREE VASU LOGISTICS LIMITED



## Annexure I

### DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT IN 16<sup>th</sup> ANNUAL GENERAL MEETING

(Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India)

S. No.	Particulars	Mr. Shree Bhushan Garg
1	Age	75
2	Qualifications	Graduate
3	Experience	53 years
4	Terms and conditions of re-appointment	Appointed as Whole-Time Director liable to retire by rotation for a period of 5 years with effect from 1 <sup>st</sup> October, 2022 to 30 <sup>th</sup> September, 2027
5	Expertise in specific functional areas	Effectively exhibit leadership in managing the warehouses & dispatches, with minimum delay, in varied weather conditions and sound knowledge of 3PL working.
6	Relationship with other Directors, Manager and other Key Managerial Personnel, if any	Mr. Atul Garg (MD)- Son Ms. Preeti Garg (NED)- Son's Wife
7	Date of first appointment on the Board	21/03/2007
8	Shareholding in the company including shareholding as a beneficial owner	2205000 Shareholding as Beneficial owner- 180000
9	The number of Meetings of the Board attended during the FY 2021-2022	4 (Four)
10	Other Directorships	1. Logicbox India Private Limited 2. Shri Sai Kripa Shares Private Limited
11	Membership/ Chairmanship of Committees of other Boards	NA
12	Details of past remuneration	Rs. 300000/- per month
13	Proposed remuneration	Rs. 300000/- per month



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14	Brief Profile	<p>Mr. Shree Bhushan Garg has been on the board of the company since incorporation of the company and has been serving as on the board since 2007. He is a Commerce Graduate degree. He possesses valuable experience in managing the issues faced by large and complex corporations. He has significant experience in management, finance and operations. His association with the Company is in best interest of the Company.</p>
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# SHREE VASU LOGISTICS LIMITED



## Annexure II

Statement containing the information as required under Section-II, Part-II of Schedule V to the Companies Act, 2013

### I. General Information:

1. Nature of Industry	The Company is engaged in the business of providing Logistics Services.	
2. Date or expected date of Commercial Production	Commercial operations commenced in the year 2007.	
3. In case of new Companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus	Not Applicable.	
4. Financial performance:-	<b>Particulars</b>	<b>2021-22 (as per Audited Financials- Rs. In Lakhs.)</b>
	Paid up Capital	764.40
	Reserves and Surplus	2047.80
	Total Revenue from Operations	8470.17
	Total Expenses	8093.83
	Profit before Tax	397.16
	Tax Expenses	72.41
	Profit after Tax	324.74
5. Foreign Investments or collaborations, if any –	There is no direct foreign investment in the Company except to the extent shares held by Foreign Institutional Investors (FII) acquired through secondary market.  There is no foreign collaboration in the Company.	

### II. Information about the Appointees:

	<b>Mr. Shree Bhushan Garg</b>
1. Background details	Founded the Firm, 30 years ago, and continued under "Shree Vasu Logistics Pvt. Ltd" banner, with few Clients with his negotiating skills, increasing Company's Clientele year-to-year and opening business opportunities in 3PL sector.
2. Past Remuneration	Rs. 3,00,000 /- Per Month
3. Recognition or awards	Nil
4. Job profile and his suitability	Appointed as Whole-Time Director for a period of 5 years with effect from 1 <sup>st</sup> October, 2017 to 30 <sup>th</sup> September, 2022 liable to retire by rotation.
5. Remuneration proposed	Rs. 300000/- Per Month
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration payable have been benchmarked with the remuneration being drawn by peers in similar capacity in Logistics Companies of



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	comparable size in the Logistics Industry and has been considered by the Nomination and Remuneration Committee of the Company at the meeting held on 9 <sup>th</sup> September, 2021. The profile of the Mr. Shree Bhushan Garg, his responsibilities, complex business operations, industry benchmark and size of the Company justify the payment of said remuneration.
<b>7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any</b>	Besides the remuneration proposed, Mr. Shree Bhushan Garg also holds 22,05,000 equity shares of the Company. Mr. Atul Garg, Managing Director is his Son and Mrs. Preeti Garg, Non-Executive Director, is his daughter-in-law.

### III. Other Information:

- 1. Reasons of loss or inadequate profits:** The Company has earned net Profit of Rs. 3,24,74,280 during the Financial Year 2021-22. Though the profit is higher than the previous year's profit, it is inadequate for the payment of managerial remuneration as per the limits prescribed in section 197 of the Companies Act, 2013. The company has expanded its business operations during financial year 2021-22 and enhanced its working capacity by employing manpower which results into inadequacy of profit.
- 2. Steps taken or proposed to be taken for improvement:** The Company has made a significant investment in new warehouse and expanding its manpower to cater to these needs and is well positioned to reap the benefits of this opportunity. The Company has been laying great stress on domestic marketing. Improving cash flow has been accorded top priority with a drive on collection of dues from customers/ vendors and careful control of cash outflows so as to reduce the borrowings. Control of operating expenses and overheads across the organization is being exercised. The Company has initiated various measures towards achieving organizational and operating efficiencies and strengthening core competencies.
- 3. Expected increase in productivity and profits in measurable terms:** In addition to steps proposed to be taken for improvement as detailed hereinabove, key focus areas would be profit maximization, conservation of cash, operational efficiencies, cost and working capital containment. While it is difficult to give precise figures, the above initiatives are expected to improve further the productivity and profitability.

### IV. Disclosures:

- 1. Disclosures to be made in the Board of Director's report under the heading "Corporate Governance", if any, attached to the Financial statement**

The Corporate Governance requirements as stipulated under SEBI (LODR) Regulations, 2015 is not applicable to the company as per Regulation 15 of the said regulations. Therefore, this clause is not applicable.



## Annexure III

### SHAREHOLDER INSTRUCTIONS FOR E-VOTING

#### THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on September 23<sup>rd</sup>, 2022 at 9.00 AM and ends on September 25<sup>th</sup>, 2022 at 05.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 19<sup>th</sup>, 2022 may cast their vote electronically. The members whose name is recorded in the register of members of the Company or in the register of beneficial owners maintained by the depositories as on the cut-off date shall only be entitled to avail the remote e-voting facility as well as voting in the general meeting. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- (ii) The remote e-voting shall not be allowed beyond Sunday, 25th September, 2022 at 5.00 p.m. (IST). The e-voting module shall be disabled by CDSL for voting thereafter.
- (iii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iv) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.



# SHREE VASU LOGISTICS LIMITED



- (v) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"><li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li><li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li><li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li><li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li></ol>
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"><li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for</li></ol>



# SHREE VASU LOGISTICS LIMITED



	<p>casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30



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Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(vi) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li></ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li></ul>

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders



## SHREE VASU LOGISTICS LIMITED



for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant Shree Vasu Logistics Limited on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xviii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@logisticpark.biz (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

## **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com) or call at toll free no. 022-23058542/43

The Board of Directors has appointed Ms. Preeti Singhania (Membership No.:159249), proprietor of P Singhania & Associates, Chartered Accountants, as the Scrutinizer to scrutinize the voting during the AGM by ballot paper and by remote e-voting process in accordance with the law and in a fair and transparent manner.

The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and ballot paper on the date of the AGM and shall make, not later than 2 working days of conclusion of the meeting, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him and the Results shall be declared by the Chairman or any person authorized by him thereafter.



# SHREE VASU LOGISTICS LIMITED



The results along with the Scrutinizer's Report shall be placed on the Company's website [www.shreevasulogistics.com](http://www.shreevasulogistics.com) immediately after the result is declared. The Company shall simultaneously forward the results National Stock Exchange of India Limited ("NSE") at [www.nseindia.com](http://www.nseindia.com), where the shares of the Company are listed.

**By order of the Board of Directors**

**Date: August 29<sup>th</sup>, 2022**

**Place: Raipur**

**SD/-**

**Surabhi Deshmukh**

**Company Secretary & Compliance Officer**



# SHREE VASU LOGISTICS LIMITED



Registered Office: Logistics Park, Opp. Jaika Automobiles Ring Road No.1 Raipur Chhattisgarh 492001  
 Email ID: [cs@logisticspark.biz](mailto:cs@logisticspark.biz) Website: [www.shreevasulogistics.com](http://www.shreevasulogistics.com)  
 CIN: L51109CT2007PLC020232  
 Phone no. : 7000875525

**Form No. MGT-11  
 PROXY FORM**

**[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

Name of the member (s):  
 Registered address:  
 E-mail Id:  
 Folio No/ Client Id:  
 DP ID:

I/We being the member(s) of \_\_\_\_\_ shares of the above named Company, hereby appoint

- Name: \_\_\_\_\_, Address: \_\_\_\_\_  
 E-mail Id: \_\_\_\_\_, Signature \_\_\_\_\_ or failing him/her;
- Name: \_\_\_\_\_, Address: \_\_\_\_\_  
 E-mail Id: \_\_\_\_\_, Signature \_\_\_\_\_ or failing him/her;
- Name: \_\_\_\_\_, Address: \_\_\_\_\_  
 E-mail Id: \_\_\_\_\_, Signature \_\_\_\_\_ or failing him/her;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 16<sup>th</sup> Annual General Meeting of the company, to be held on Monday, September 26, 2022 at 04:00 p.m. at Hotel Hyatt, Magneto the Mall, Jivan Vihar, Labhandi, N.H.-6, G.E. Road, Raipur-492001, Chhattisgarh and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	Optional*	
		For	Against
<b>ORDINARY BUSINESSES:</b>			
1	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2022 and the Reports of the Board of Directors and the Auditors thereon		
2	To appoint a Director in place of Mr. Shree Bhushan Garg (DIN: 01349775), Whole-Time Director, who retires by rotation and being eligible, offers himself for re-appointment.		
<b>SPECIAL BUSINESSES:</b>			
3	To approve re-appointment of Mr. Shree Bhushan Garg (DIN: 01349775) as Whole-Time Director of the company		
4	To increase the authorized share capital of the company and consequent amendment to memorandum of association of the company		
5	Issuance of fully paid up bonus equity shares		
6	To approve the Employee Stock Option Scheme i.e. SVLL-ESOP 2022		

Signed this \_\_\_\_\_ day of September, 2022.

Signature of shareholder

Signature of Proxy holder(s)

Affix  
 Revenue  
 Stamp



# SHREE VASU LOGISTICS LIMITED



**Note:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy form which does not state the name of the Proxy shall not be considered valid.
3. Undated Proxy shall not be considered valid.
4. An instrument of Proxy is valid only if it is properly stamped as per the applicable law.
5. A Proxy need not be a member of the Company.
6. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
7. \*This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
8. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
9. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
10. The proxy form should be signed across the revenue stamp as per specimen signature(s) registered with the company/depository participant.



# SHREE VASU LOGISTICS LIMITED



Registered Office: Logistics Park, Opp. Jaika Automobiles Ring Road No.1 Raipur Chhattisgarh 492001  
Email ID: [cs@logisticspark.biz](mailto:cs@logisticspark.biz) Website: [www.shreevasulogistics.com](http://www.shreevasulogistics.com)  
CIN: L51109CT2007PLC020232  
Phone no. : 7000875525

## **ATTENDANCE SLIP**

(To be presented at the entrance)

### **16<sup>TH</sup> ANNUAL GENERAL MEETING**

Regd. Folio No./DP ID / Client ID  
Name & Address of First/Sole Shareholder

No. of Shares held  
Name of the Joint Holder, if any

I hereby record my presence at the 16<sup>th</sup> Annual General Meeting of the Shree Vasu Logistics Limited to be held on Monday, September 26, 2022 at 04:00 p.m. at Hotel Hyatt, Magneto the Mall, Jivan Vihar, Labhandi, N.H.-6, G.E. Road, Raipur-492001.

\_\_\_\_\_  
**Signature of Members/Proxy**

#### Notes:

- Only Member/Proxy can attend the Meeting. No minor would be allowed at the Meeting.
- Member/Proxy wish to attend the Meeting must bring this attendance slip to the Meeting and handover at the entrance duly filled in and Signed.
- Shareholder/Proxy Holder attend the meeting is requested to bring his/her copy of the Annual Report.
- In the case of joint holders, the signature of any one holder shall be sufficient, but the names of all joint holders should be stated.



# SHREE VASU LOGISTICS LIMITED



## SHREE VASU LOGISTICS LIMITED

**Regd. Office:** Logistics Park, Oppo. Jaika Automobiles, Ring Road No. 1, Raipur-492001, Chhattisgarh

**E-mail:** [cs@logisticpark.biz](mailto:cs@logisticpark.biz), **Website:** [www.shreevasulogistics.com](http://www.shreevasulogistics.com)

**CIN:** L51109CT2007PLC020232

### Venue of the Annual General Meeting

Hotel Hyatt, Magneto the Mall, Jivan Vihar, Labhandi,  
N.H.-6, G.E. Road, Raipur-492001, Chhattisgarh

### Route Map of the Venue

